

BOARD OF TRADE

Investigation into the affairs of Jon-Landor Limited

Report by Mr. John William Ping, F.C.A.

(Inspector appointed by the Board of Trade in accordance with the provisions of Section 165(b) of the Companies Act 1948)

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Jon-Landor Limited (Jong-Landor Rubber Estates Limited)

Appointment

 On 29th June 1961 Mr. Arnold Yarworth Green was appointed inspector to investigate the affairs of Jon-Landor Ltd. (formerly Jong-Landor Rubber Estates Ltd.) hereinafter referred to as 'Jon-Landor' in the following terms:

The Board of Trade in pursuance of the powers conferred on them by Section 165(b) of the Companies Act 1948, hereby appoint Mr. Arnold Yarworth Green, chartered accountant, of Lacon House, Theobalds Road, London WCI to act as inspector to investigate the affairs of the above named company and to report thereon in such manner as the Board of Trade may direct.

Mr. Green died on 11th November 1963 before completing his report.

2. On 19th February 1964 I was appointed inspector in the following terms:

The Board of Trade in pursuance of the power conferred on them by Section 15(b) of the Companies Act 1948, appointed Arnolf Lyarowth Green, chartered accountant, of Lacon House, Theobalds Road, London WCI to act a inspection to investigate the efficient of the observable state of the companies of the power conferred on them by section 16(50) of the Companies Act 1948 and all other power enabling them in that behalf do bertby appoint John deep the power conferred on them by that the companies of the companies and the power conferred on them by the companies of the power conferred on them by the companies of the power conferred on the companies of the power conferred on the companies of the power conferred on the power conferred on the companies of the power conferred on the powe

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Introduction and scope of enquiry

Prior to my appointment I had assisted the late Mr. Green in his enquiries. This report is based on information collected by the late Mr. Green, and myself.

4. On the same date on which he was appointed impactor into the affairs of bronk ander Mr. Green was also appointed impactor into the affairs of brocompanies namely Langkon North Borneo Rubber Ltd. (hereinafter referred to as "Selama"). After Mr. Green's death I was similarly appointed impactor into as "Selama"). After Mr. Green's death I was similarly appointed impactor into as "Selama"). After Mr. Green's death I was similarly appointed impactor into the affairs of these companies are selected in the similar of the three companies were. The affairs of Jan-Landor and of the other two companies whose affairs I investigated were throughout the period covered by the investigation selected with a company called Comorn Ltd. (hereinafter referred to a "Comorn's a merchant banking owney. Therefore, in order that the matters reported upon may be more easily apprent hackground of Comeor, and such of its associated companies as were linked with John-Landor.

- 5. At the commencement of the enquiries it was found that the two persons who, as directors of Jord-andor, were principally concerned with the transactions mentioned in this report, had left this country in 1985. One, Mr. Ell Katlin, was residing in New York but he was last known to be residing in New York but he was last known to be residing in New York was residing in New York with the New York was to be resident in the left of the New York was to be resident in the New York was to be resident the New York was to be resident to the New York was the New Yor
- 6. The books and records of Jon-Landor had become dispersed on the departure of the two principal directors and difficulties were experienced in tracing them; the whole of the records have not been recovered. When enquiries began certain books and records of Jon-Landor were made available by Mr. Bernard Phillips. FCA of Bernard Phillips & Co. who had taken possession of them following the acquisition by their client, Mr. Eidinow, of a controlling interest in the company. The books were found to be in a reasonable condition but the correspondence files covering the period when the company was controlled by Comcor were not complete. The missing documents have not been traced. Various books and records were recovered from a Mr. Pernelet who was a director and secretary of the company during the Comcor era, a Mr. Banfield who for a short while acted as registrar of this company and also from Mr. Karlin's solicitor. The minute book of Jon-Landor is an unsatisfactory record from the date of acquisition by Comcor; the minutes of board meetings ceased to be numbered in sequence and are not dated when signed. In some instances they are not in date order and frequently on loose sheets.
 - The enquiry has been mainly directed to:
 - the circumstances surrounding the Comcor offer to acquire the shares of Jon-Landor;
 - (ii) the verification and consideration of the transactions recorded in the books of Jon-Landor from the date of the acquisition of its shares by Comor in early 1958 until July 1958 when it had become dormant:
 - (iii) the determination of the present shareholdings in Jon-Landor.

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- History of Comcor and its associated companies whose affairs became connected with Jon-Landor
- S. Comcor was formed in 1949, with an authorised and issued capital of 21, M. Morey and Marcel Messiqua, a businessman with interests in several countries. M. Messiqua become acquainted with Mr. Karlin when he invested \$2,500 in 1940, Messiqua become acquainted with Mr. Karlin when he invested \$2,500 in 1940, Messiqua become acquainted with Mr. Karlin was associated by the meaning inferred or 1940, Messiqua business man and Mr. Karlin was associated to become managing director in 1956. At all material times Mr. Karlin appears to have been in effective control of Comcor's affairs. Mr. Albert was subscenently accordated as scretzers.
- 9. Early in 1957 Comcor arranged for third parties the acquisition of sufficiently large shareholdings to control Pena Copper Mines Ltd. (Later Pena Industries Ltd.) and Paragon Holdings Ltd. whose interests were expanded into maker plantations, electronics, plantics, radio, care, etc. In order to manage into maker plantations, electronics, plantics, radio, care, etc. In order to manage and the control of the property of the plantation of the property of the plantation of the property of the plantation of th

interests in industrial, commercial and finance companies montly of small or medium size, but it also had autostantial independent shareholdings in Pena Industries Ltd. and Penapon Holdings Ltd. It is understood that early in 1988 M. Messigna disposed of all, for practically all of his holdings in Comeor to a company named Absel Ltd., which was apparently controlled by Comcor or Mr. Karlin.

10. To supplement its resources, Comcor raised funds by the pledging of shares, the discounting of accommodation bills, and through lines of credit with other merchant bankers; it also employed funds deposited with it as bankers by customers. In late 1957 it seems to have been heavily committed in various directions and to have been in need of cash and Mr. Karlin caused bids to be made for dormant companies which had substantial cash in their possession so that Comcor could obtain some part of these funds. It appears reasonable to assume he felt that although the price offered in cash for the shares would be greater than the return to be obtained in a liquidation, a substantial minority of the shareholders would, if the bid was not too high, choose not to accept it and the funds taken over from the companies could be reasonably expected to exceed Comcor's total outlay in respect of the shares acquired. Comcor acquired a controlling majority of the shares in a number of companies including Ion-Landor and took possession of the funds of these companies. Comcor did not, however, succeed in overcoming its financial difficulties and a Winding-up Order was made against the company on 9th June 1958; in that month Mr. Karlin and Mr. Albert both left this country and have not returned.

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Sale of estates and offer for shares by Comcor

 Jon-Landor is a public company formerly operating rubber plantations in the Far East with a part-time board of British directors resident in this country. The secretarial and accounting arrangements were handled by Messrs. George Williamson & Company of 21 Mincing Lane, EC3 who were secretaries to the company. At all material times the issued share capital consisted of 626,500 ordinary shares of 2s. each. In 1957/58 the company's plantations were sold for cash and as a result it was left with cash and securities of an approximate value of £185,500. The directors at this time were Messrs. O. J. Roy, F. S. Physick, R. O. Jenkins, A. E. Cheshire and A. E. Hardman, who quite independently let it be known that they were prepared to consider on behalf of the general body of shareholders offers for the company's shares in excess of the sum that would be received by the shareholders in a voluntary liquidation. A number of parties expressed their interest and asked for additional information. The offer made by Comcor was accepted by the directors in respect of their own shares and recommended to the other shareholders for acceptance. This was the last and highest of several bids recorded up to the date of the directors' meeting held on 19th December 1957 at which it was resolved to recommend the acceptance to the shareholders. The price offered by Comcor was 6s. 7d. for each two shilling ordinary share. It was conditional upon acceptances being received in respect of 75 per cent of the shares or such smaller number as might be agreed by the offerers. The offer and the directors' recommendation was circularised to shareholders by George Williamson & Company on 2nd January 1958 the closing date of the offer being 17th January 1958.

12. Acceptances were received by Messrs. George Williamson & Company from holders of 493,882 shares which were submitted at a board meeting held on 20th January 1958. In addition, Comoor acquired through firms of stockbrokers

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- 41,000 shares; 10,000 on 10th January 1958, 5,000 on 21st January 1958 and 26,000 on 7th February 1958. Thus Comeor acquired in total 534,882 shares of two shillings each in 70n-1.andor representing about 84 per cent of the issued capital and so obtained the control of the company.
 - 13. In early January 1958 arrangements were made with Heller & Partner Ld. (hereinather referred to as 'Hollen') by Mr. Kanin on behalf of Comcor for overdraft Reillites for the acquisition of ainze in Ion-Landor. In a letter dated 7th January 1958 dealing with this transaction, see Appendix A attached, Comcor confirmed that it was acting for clients and stated that this bridging finance would be required for not longer than its months, when it would be finance would be required for not longer than its months, when it would be for the developed the property of the developed of the property of the developed the property of t
- 14. Mr. Karlin and Mr. Albert were appointed directors of Foot-Landor at at this meeting at which Mr. L. Heller, and the previous directors all resigned. At this meeting at which Mr. L. Heller, a director of Hellers, was present at least natures to this account were authoritied. A further indication of the urgency of these transactions is that they were completed on 21st January 1958 although the form for appointment of bankers was not posted to Hellers until 24th January.
- 15. Jon-Landor had on short deposit account with the Mercanille Bank Ltd. Indied amounting to 818.500 and on 21st Jamuary 1958 these fund were transferred to its current account at that bank, as a result of a letter dated 20th Jamuary 1958 slighted by Googey Milliamon & Company as secretaries instructing them available in the form of a banker' draft in favour of Halim on the morning of Tuesday, 21st Jamuary 1958. (see Appendix or Halim on the morning of Tuesday, 21st Jamuary 1958.
- 16. This draft was collected from the Mercantile Bank Ltd. on 21st January 1958 by a representative of George Williamson & Company and in consequence of instructions received in a letter dated 20th January 1958 from Comcor, signed by Mr. Albert, the draft was delivered to Hellers to gether with certified blank transfers for 493,882 Jon-Landor shares, against which George Williamson & Company's representative received from Hellers a bankers' draft on Martins Bank Ltd., 68 Lombard Street, for £162,569 9s. 10d. in favour of George Williamson & Company as stake-holders for the assenting shareholders. A copy of the letter dated 20th January 1958 from Comcor to George Williamson & Company instructing the latter to deliver the bankers' draft and certified transfers to Hellers in exchange for their draft is attached to this report at Appendix C. Arrangements were made for the advance to be charged to a no. 2 account which Comcor opened with Hellers for this purpose after receiving the draft from George Williamson's representative: the amount represented by the draft was credited to an account opened with Hellers in the name of Jon-Landor. The result was that although Jon-Landor's account and Comcor's no. 2 account were kept separate until March 1958 neither Comcor nor Hellers on balance needed to provide the funds from their own resources for the bid.
- 17. The shares acquired as a result of this take-over were initially registered as follows:

nominee	company	of He	llers)				339,191
Comcor				***			154,691
Acceptan	ces recei	red by	George	Willia	mson		493,882
Comcor						 1,000	
Barclays N	ominees	(54) L ₁	d.			 30,000	
Nutraco N	ominees	Limite	d			 10,000	41,000
						Page 1	

Number of shares

1

534,882

Total shares acquired by Comcor

Someyoo Ltd. (referred to later as 'Someyoo' a

Transactions and events subsequent to take-over

Introducion dar evenus accopación tal. Seven et 65, 145 7s. 9d. Joing a remittano from control 1874 et al. Tale 1874 et al. 18

of Jon-Landor held on 28th March 1958 resolved the following:

It was resolved that cash funds held by Comcor Merchant Bankers, 2-4

Brook Street, London WI amounting to £196,845 19s. 10d, held to the order of
Jong-Landor Rubber Estates Limited, be transferred to the credit of the account of
Langkon North Borneo Rubber Limited at a rate of interest of 74 per count of

Langeon North Borneo Kubber Limited as a rate of interest of 2-fp fr cent per animon...

1. Hum that the board of Jon-Landor was purporting to have tent £106,845

1. No. 100. of this company's finals to Langkon, Comoor had used £163,645

3. No. 40 these finals to repair by covertent who had had not been seen to the company of the comp

repay this overdent otherwise than from Jon-Landor's funds.

19. When Hallen were adea to fundish a copy of their authorisation for the transfer of funds from Jon-Landor to Comcor, they stated that it was a cheege which was later returned to Jon-Landor. No trace has been found of either a cheege book or the returned deeper in question. This transfer is at variance the property of the funds of Jon-Landor funds advanced by Hellers and would appear to link the funds of Jon-Landor

nuns davanced or Heilers and would appear to link the funds of Joh-Landor more clearly with the payments for the acquisition of its shares.

20. Mr. Lawrence Julius Pernelet, an employee of the Comoor group, was appointed a director of Jon-Landor on 14th February 1958 after George Williamson & Company had pointed out to Mr. Albert that the minimum number

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directors required by the articles of Jon-Landor was three and not two. Mr. Pernelet was also appointed secretary consequent upon the resignation of George Williamson & Company as secretaries with effect from 14th April 1958. He claims to have resigned as director and secretary in July 1958 but his resignation is not recorded in the directors' minute book.

- On 14th April 1958 the name of the Company was changed from Jong-Landor Rubber Estates Limited to Jon-Landor Limited and its memorandum and articles of association were altered so as to provide for the carrying on of a business of merchant banking.
- 22. The tables given below show the disposition of shares in Jon-Landor following the take-over and the movement of funds arising from Comcor's

acquisition of the company. (a) Disposition of shares

Particulars				Ordinary shares of 2s. each
Comcor				
Acquired by offer			 	493,882
Otherwise acquired	***	***	 ***	41,000
				PROPERTY
	Toge	ther		534,882
Minority shareholdings			 	91,618

Total shares in Issue 626,500

Non-acceptances amounted to approximately 16 per cent of the total issued shares.

(b) Disposition of Jon-Landor's funds Obtained from Jon-Landor by Comcor

185,500 0 0

From: deposit with Mercantile Bank Ltd. Additional remittances (£11,348 9s. 10d. less minor expenses) 11.345 19 10 196.845 19 10 Together

Expended by Comcor Shares acquired by offer 162,569 Shares otherwise acquired 11,018

Stamp duty 2,716 176,304

Relance available to Comcor £20.541 19 10 23. It is clear that control of funds amounting to approximately £20,500 was

obtained by Comcor as a result of the take over after using the greater part of Jon-Landor's funds to repay monies borrowed to acquire these shares. 24. On 31st March 1958 the amount owing to Jon-Landor by Comcor was transferred in the books of both Jon-Landor and Comcor to show Langkon as debtor to Jon-Landor. Comcor's authority to make this transfer has not been

fully established.

25. The final position of Jon-Lander as shown by its books of account after the departure of Mr. Karlin and Mr. Albert abroad in June 1958 and the dispersal of its staff is as follows:

Particulars	Amount			
A A Come Y North Power	- n	£	s.	à
Amount due from Langkon North Borne Ltd	o Kubber	196,622		10
Cash at bank		89	12	:
Less miscellaneous balances (net)		196,712 11,520		
		£185,191	15	

The miscellaneous balances consisted principally of reserves and payments for taxation not written off; these items have not been examined in detail.

26. Hellers under a letter of charge dated 4th. February 1958 from Comcor took over a block of 313,091 John Landor chartes on 28th April 1958. In 1959 Mr. Bernard Phillips, F.C.A. of Bernard Phillips, & Co., who acted as financial oxider to Hellers negotiated the side of those thates at the price of 1d. each ox client of his Mr. S. Birtherson of the state of the side of the s

27. The following table shows the shareholdings as recorded in the Register of

	Name										
Barclays Nomine		Number of shares 30,000									
Barings Nomince	s Limite	xd					10,000				
Bank of America	Nomin	ces					75,000				
Comcor Limited	***			***			96,891				
Mr. Dwek					***	50					
Mr. Hebbron	***			***	***	50					
Mr. James				***	***	50					
Miss Nathan						50					
Mr. L. Nathan	***			***	***	50					
Mr. Silvera	***		***			50					
Mr. Warnock		***			***	50					
							350				

	No	ıme	Number of shares		
Mr. Eidinow Mr. Reeves	 				320,141 2,500
	 				534,882
Minority sharel companies Other minority	 	names	of nor	ninee	36,915 54,703
		Teeme	d conit	ol .	626 500

28. The new directors of Jon-Landor had to face one difficulty derived from a claim by Uffice S.A. (hereinafter referred to as 'Uffice') arising on bills of exchange totalling £46,904 which were not met on maturity but which had been accepted by Jon-Landor. The directory minute book of Jon-Landor contains a loose sheet recording a minute of a meeting held on 3rd March 1958 at which the only business recorded was a resolution passed to accept the following bills.

'for accommodation purposes at the request of Ufitec S.A. drawn by Absel Ltd. and to be endorsed by Absel Ltd. and Pena Industries Ltd.:—

£20,000 maturing on 8th July 1958 £10,400 maturing on 13th July 1958 £16,504 maturing on 23rd July 1958

The funds will be received by Absel Ltd.'.

therefore the claim should be resisted.

29. The claim of Ufitec lists eleven bills and not three as recorded in the minute quoted above, but their value in total is the same as that of the three bills, viz. 246,904. No evidence of any benefit by Jon-Landor from these bills has been traced. Mr. Karlin states through his solicitor, that the beneficiary of this transaction was Ufitec that Ufitec was not a holder in due course and.

- 30. Negotiations subsequently took place between the new directors of Jon-Landor and Ufitee by which a tentury agreement was reached for the purchase of these bills by Jon-Landor Fun Ufitee for the sum of £1,500 plus any dividends received in respect thereof from the Concor liquidation, which company may have received part of the proceeds. This se negotiations appear in the proceeds are considered to the proceeds. These negotiations appear impossible to say how much loss if any the company would eventually inear as a result of this transaction.
- 31. Certain balances at Mercantile Bank Ltd. have been traced as being the present property of Jon-Landor, these are:

These are the only assets of any immediate value which have been traced. No attempt has been made to assess the value of any claims the company might have against third parties as a result of the transactions previously described. There are however so many cross claims between the various companies con-

- cerned that it is difficult to determine at this stage what the result would be of any claims which might be established.
- 32. No general meetings of the company have been held since early 1958 and no accounts have been submitted to the shareholders ince 1957 owing, according to Mr. Phillips, to the complicated position of its affairs. Enquiring munority shareholders have been informed that the shares of the company are by Mr. Eddinow through Mr. Phillips, who also informed the shareholders that he was endeavouring to clarify the position.

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Summary and conclusion

33. Mr. Karlin and his associates through Comoor made a successful his for the shares of Don-Landor in early 1958 and acquired a controlling interest at a time when Jon-Landor had sold its rubber plantations in the Far East appear that the object of the bid by Comoor was to obtain control of the funds of Don-Landor for an outlay which, it was hoped would be lower than the amount of the funds acquired, since a proportion of the shareholders was not expected \$1.00.00 after the greater part of the funds of Jon-Landor for an outlay which, it made so that the control of the funds of Jon-Landor were superioral of the shareholders was not expected \$2.00.00 after the greater part of the funds of Jon-Landor had been used to repay monies borrowed from Heliens to acquire the shares of Jon-Landor. The funds of Jon-Landor were subsequently transferred in the books of Comoor to Lang-kon another company in which Mr. Karlin and his associates, through Comoor, obtained a controlling interest, and which it she subject of a separate report.

34. In June 1938 Mr, Karlin and Mr. Albert both left this country and have not returned, and after their departure the affairs of 70n-Landor were left downstand and without supervision. A controlling interest in the company was subsequently acquired by Mr. S. Edinow, who became a director along with a susceitat Mr. Reeves. The new directors had to deal with a claim arising out of the acceptance of bills of exchange when Mr. Karlin was in control of the combetancy presented to shareholders since 1957 nor have they been given any indication of the fate of the company.

- 35. It would appear that when Mr. Karlin gained control of the company the funds of Jon-Lander were used by him and his saccistate without regard to the interest of the minority shareholders. In all the transactions referred to it his report which took place while he was in control it would seem that Mr. Karlin was the dominant personality, Mr. Albert as his willing collaborator carried out the detailed work to give effect to Mr. Karlin ideas. Mr. Post carried out the detailed work to give effect to Mr. Karlin ideas. Mr. Post carried to the recorded and his position seems to have been tolely that of an employee carrying out instructions.
- 36. In view of the cross claims between the companies concerned the financial position of Jon-Landor cannot at present be determined.

Signed J. W. Ping

1st July 1965

APPENDIX A

Comcor Limited, 2-4 Brook Street, London, W.1.

7th January, 1958

Heller & Partners Limited, Royal London House, 16 Finsbury Square, London, E.C.2.

Dear Sirs,

We refer to our conversations during which you agreed to provide overdraft facilities for the acquisition of the shares in Jong-Landor Rubber Estates Limited. We would confirm that we are acting for clients in connection

with this acquisition and will require this bridging finance for not longer than six months when we will be repaid by our clients. The amount involved will be approximately £200,000 which please make available to us on our no. 2 account and against which we shall let you have the shares being acquired as security.

Yours faithfully.

per pro Comcor Limited (sgd) E. Karlin

APPENDIX B

Jong-Landor Rubber Estates Ltd. 21 Mincing Lane, London, E.C.3. 20th January, 1958

Mercantile Bank Limited, 15 Gracechurch Street, London, E.C.3.

Dear Sirs.

Kindly transfer the sum of £185,500 from our deposit account to our current account.

We shall be glad if you will then arrange to issue your draft in favour of Heller & Partners Limited for a like amount and we will arrange to collect during tomorrow (Tuesday) morning.

Yours faithfully,

G. Williamson & Co. Secretaries.

APPENDIX C

Comcor Limited, 2-4 Brook Street, London, W.1. 20th January, 1958

Reference NA/NS

Messrs. George Williamson & Company, Secretaries, Jon-Landor Rubber Estates Limited, 21 Mincing Lane, London, E.C.3. For the attention of Mr. Keen

Dear Sirs,

As arranged, please deliver to Heller & Partners Limited, Royal London, House, Io Finsbury Square, London, E.C.2—(1) Bankers draft £185,500 issued by the Mercantile Bank in favour of the company; (2) 493.882 harse of Jong-Landor Rubber Estates Limited duy locertified; transfers against which you will receive from them their bankers draft in Novur of George Williamson & Company for £162,599, 10.0. The mandate to open an account for the company with Heller & Partners Limited is to follow.

Yours faithfully.

for and on behalf of Comcor Limited (sgd.) N. Albert



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